

BRACEWELL & PATTERSON

2900 SOUTH TOWER PENNZOIL PLACE
HOUSTON 77002
713 223-2900
CABLE BRACEPAT HOUSTON
TELEX 76-2141

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MAR 8 12 37 PM '78
CERTIFICATION UNIT

1150 CONNECTICUT AVENUE NW
WASHINGTON, D. C. 20036
202 833-3660

AMERICAN BANK TOWER
AUSTIN 78701
512 472-7800

March 7, 1978

RECORDATION NO. 8827 A

Filed & Recd

MAR 8 1978-12 40 PM

UNIVERSAL COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Filing, Pursuant to 49 U.S.C.A. §20c, of
Sublease Documents relating to railroad
cars; Prior Recordation Number 8827; Filed
and Recorded May 23, 1977 at 2:55 P.M.

Dear Sir:

Pursuant to 40 U.S.C.A. §20c, and in accordance with
49 C.F.R. §1116, enclosed for filing are an original and
two executed counterparts of an amendment to sublease
documents described below. The prior recordation number
and time of filing are referenced above. We have also
enclosed a check in the amount of \$50.00 in payment of
the filing fee. Please return the original document as
filed to:

Mr. Max M. Addison
Bracewell & Patterson
2900 South Tower Pennzoil Place
Houston, Texas 77002

The parties to the amendment to the sublease document
are as follows:

Sublessor: Parker Brothers & Co., Inc.
P. O. Box 107
Houston, Texas 77001

Sublessee: Western Rail Road Company
P. O. Box 107
Houston, Texas 77001

The sublease document relates to 100 Ortner 100-ton,
rapid discharge railroad cars with A.A.R. mechanical desig-
nation No. HT, and A.A.R. car-type code K-340, each of which
is marked Lessor: Manufacturers Hanover Leasing Corporation
and respectively bears a serial number from among the numbers
WRRC 100 through WRRC 199, inclusive.

BRACEWELL & PATTERSON

Secretary - Interstate Commerce Commission

March 7, 1978

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Should you have any questions or if you need any further information regarding this transaction, please contact the undersigned collect at (713) 223-2900.

Very truly yours,

Bracewell & Patterson

A handwritten signature in cursive script, appearing to read "Max M. Addison".

Max M. Addison

MAR 8 1978 -12 40 PM

AMENDMENT TO SUBLEASE

INLANDER COMMERCE COMMISSION

Amendment to Sublease dated as of January 1, 1976, between PARKER BROTHERS & CO., INC., a Texas corporation (Sublessor), and WESTERN RAIL ROAD COMPANY, a Texas corporation (Sublessee).

Sublessor and Sublessee are parties to a Sublease dated as of January 1, 1976 (Sublease) covering the Sublease of One Hundred (100) 100-Ton Rapid Discharge Railroad Cars, Serial Nos. PBCX 100 through PBCX 199, inclusive (Units). The Parties desire to amend the Sublease to reflect a change in the serial numbers of the Units and to make certain other additions and modifications. In consideration of the mutual covenants and agreements contained herein, Sublessor and Sublessee agree that the Sublease is amended as follows:

1. Section 1 (Introduction). The reference to "Serial Nos. PBCX 100 through PBCX 199, inclusive" in line seven (7) of Section 1 of the Sublease shall be amended to read "Serial Nos. WRRRC 100 through WRRRC 199, inclusive".

2. Section 2 (Sublease). Section 2 of the Sublease is hereby amended to read as follows:

2. Sublease. Sublessor agrees to sublease to Sublessee, and Sublessee agrees to hire from Sublessor, the Units specified above, at a price and on such other terms and conditions as Sublessor obtained in its lease

of the Units from Lessor, as set forth in the Lease as amended from time to time; provided, however, that the rights of the Sublessee under the Lease shall be subject and subordinate to all the terms of, and all the rights of Sublessor under, the Lease as amended from time to time (including, without limitation, the rights and remedies of the Lessor under Section 11 of the Lease, whether or not the Sublessee shall be in default under this Sublease).

3. Section 3 (Sublessor's Lease Obligations) of the Sublease is amended to read as follows:

3. Sublessor's Lease Obligations. The Sublease shall not reduce or affect any obligations of the Sublessor under the Lease as amended from time to time, and all obligations of the Sublessor under the Lease shall continue in full force and effect as the obligations of a principal and not the obligations of a surety.

4. Section 4 (Term) of the Sublease is amended to read as follows:

4. Term. The term of this Sublease shall commence on the effective date hereof, and with respect to any Unit shall expire one day prior to the last day of the lease term of such Unit under the Lease.

5. Exhibit "A". Exhibit "A" to this Amendment is hereby substituted in place of Exhibit "A" to the Sublease.

Executed this 30TH day of November, 1977.

Sublessor
PARKER BROTHERS & CO., INC.

By 

Sublessee
WESTERN RAIL ROAD COMPANY

By 

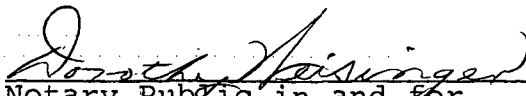
STATE OF TEXAS

COUNTY OF HARRIS

§
§
§

BEFORE ME, the undersigned authority, on this day personally appeared WILLIAM E. PARKER JR., PRESIDENT of Parker Brothers Co., Inc., known to me to be the person whose name is subscribed to the foregoing instrument, and being first duly sworn acknowledged to me that he executed the same for the purposes and consideration therein expressed as the deed and act of said corporation, and in the capacity therein stated.

GIVEN under my hand and seal of office, this the 30TH day of ~~October~~ November 1977.


Notary Public in and for
Harris County, T E X A S
Commission expires 5/31/79.

STATE OF TEXAS

§

§

COUNTY OF HARRIS

§

BEFORE ME, the undersigned authority, on this day personally appeared JOHN M. MILLS, VICE PRESIDENT of Western Rail Road Company, known to me to be the person whose name is subscribed to the foregoing instrument, and being first duly sworn acknowledged to me that he executed the same for the purposes and consideration therein expressed as the deed and act of said corporation, and in the capacity therein stated.

GIVEN under my hand and seal of office, this the 3TH day of ~~October~~. NOVEMBER

Dorothy Hossinger
Notary Public in and for
Harris County, T E X A S
Commission expires 5/31/79.

EXHIBIT A
TO
SUBLEASE AMENDMENT
BETWEEN
PARKER BROTHERS & CO., INC. AND WESTERN RAIL ROAD COMPANY

<u>MANUFACTURER/MODEL</u>	<u>DESCRIPTION</u>	<u>SERIAL #</u>	<u>COST</u>
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 100	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 101	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 102	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 103	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 104	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 105	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 106	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 107	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 108	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 109	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 110	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 111	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 112	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 113	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 114	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 115	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 116	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 117	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 118	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 119	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 120	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 121	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 122	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 123	18,292.84

<u>MANUFACTURER/MODEL</u>	<u>DESCRIPTION</u>	<u>SERIAL #</u>	<u>COST</u>
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 124	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 125	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 126	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 127	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 128	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 129	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 130	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 131	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 132	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 133	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 134	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 135	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 136	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 137	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 138	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 139	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 140	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 141	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 142	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 143	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 144	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 145	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 146	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 147	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 148	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRRC 149	18,292.84

<u>MANUFACTURER/MODEL</u>	<u>DESCRIPTION</u>	<u>SERIAL #</u>	<u>COST</u>
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 150	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 151	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 152	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 153	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 154	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 155	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 156	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 157	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 158	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 159	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 160	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 161	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 162	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 163	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 164	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 165	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 166	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 167	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 168	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 169	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 170	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 171	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 172	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 173	18,292.84

<u>MANUFACTURER/MODEL</u>	<u>DESCRIPTION</u>	<u>SERIAL #</u>	<u>COST</u>
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 174	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 175	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 176	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 177	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 178	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 179	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 180	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 181	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 182	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 183	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 184	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 185	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 186	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 187	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 188	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 189	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 190	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 191	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 192	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 193	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 194	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 195	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 196	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 197	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 198	18,292.84
Ortner Freight Car Company	100 Ton Rapid Discharge Railroad Car	WRRC 199	18,292.84